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### AMENDMENT TO THE CLAIMS

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

**1-11 (canceled).**

**12 (currently amended).**

~~The compound according to Claim 1 A~~

compound selected from:

- 2-(5-{3-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-phenyl}-tetrazol-2-ylmethyl)-oxazole-4-carboxylic acid;
- 4-(5-{3-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-phenyl}-tetrazol-2-ylmethyl)-benzoic acid;
- 4-(5-{5-[3-(4-Methoxy-phenyl)-prop-1-ynyl]-pyridin-3-yl}-tetrazol-2-ylmethyl)-benzoic acid;
- [4-(5-{3-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-phenyl}-tetrazol-2-ylmethyl)-phenyl]-acetic acid;
- 4-(5-{3-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-phenyl}-[1,3,4]thiadiazol-2-ylmethyl)-benzoic acid;
- 4-{5-[2-(4-Fluoro-benzylcarbamoyl)-pyridin-4-yl]-tetrazol-2-ylmethyl}-benzoic acid; and
- 4-(5-{3-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-phenyl}-tetrazol-2-ylmethyl)-cyclohexanecarboxylic acid;
- 1-[4-(5-{3-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-phenyl}-tetrazol-2-ylmethyl)-phenyl]-cyclopropanecarboxylic acid;
- 3-(5-{3-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-phenyl}-tetrazol-2-ylmethyl)-benzoic acid; and

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4-{5-[2-(4-Fluoro-benzylcarbamoyl)-6-methyl-pyridin-4-yl]-tetrazol-2-ylmethyl}-benzoic acid; or  
a pharmaceutically acceptable salt thereof.

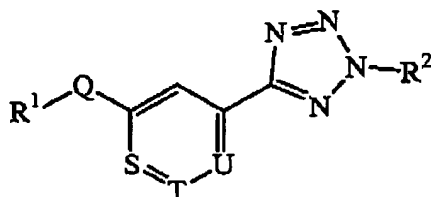
13 (canceled).

14 (currently amended). ~~The pharmaceutical composition according to Claim 13~~ A pharmaceutical composition, comprising a compound according to Claim 12, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

15 (canceled).

16 (currently amended). ~~The method according to Claim 15, wherein the compound administered is~~ A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient suffering from osteoarthritis or rheumatoid arthritis a nontoxic effective amount of a compound according to Claim 12, or a pharmaceutically acceptable salt thereof.

17 (new). A compound of Formula II



II

or a pharmaceutically acceptable salt thereof,  
wherein:

R<sup>1</sup> and R<sup>2</sup> independently are selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;

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Substituted C<sub>1</sub>-C<sub>6</sub> alkyl;C<sub>2</sub>-C<sub>6</sub> alkenyl;Substituted C<sub>2</sub>-C<sub>6</sub> alkenyl;C<sub>2</sub>-C<sub>6</sub> alkynyl;Substituted C<sub>2</sub>-C<sub>6</sub> alkynyl;C<sub>3</sub>-C<sub>6</sub> cycloalkyl;Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted 3- to 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

R<sup>3</sup>O-(C<sub>1</sub>-C<sub>6</sub> alkylenyl); andSubstituted R<sup>3</sup>O-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

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Substituted naphthyl;

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl;

Substituted 8- to 10-membered heterobiaryl;

Phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Substituted phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Substituted phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Substituted phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl); andSubstituted phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);wherein R<sup>1</sup> and R<sup>2</sup> are not both selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;C<sub>2</sub>-C<sub>6</sub> alkenyl;C<sub>2</sub>-C<sub>6</sub> alkynyl; andC<sub>3</sub>-C<sub>6</sub> cycloalkyl;wherein at least one of R<sup>1</sup> and R<sup>2</sup> is independently selected from:C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl); andSubstituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Each R<sup>3</sup> independently is selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;Substituted C<sub>1</sub>-C<sub>6</sub> alkyl;C<sub>3</sub>-C<sub>6</sub> cycloalkyl;Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;Phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

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Substituted phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);Naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);Substituted naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylene);Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

S, T, and U each are C-R<sup>4</sup>; orOne of S, T, and U is N and the other two of S, T, and U are C-R<sup>4</sup>; orTwo of S, T, and U are N and the other one of S, T, and U is C-R<sup>4</sup>;Each R<sup>4</sup> independently is selected from:

H;

F;

CH<sub>3</sub>;CF<sub>3</sub>;

C(O)H;

CN;

HO;

CH<sub>3</sub>O;C(F)H<sub>2</sub>O;C(H)F<sub>2</sub>O; andCF<sub>3</sub>O;Q is N(R<sup>6</sup>)C(O);R<sup>6</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl; 3- to 6-membered heterocycloalkyl;

phenyl; benzyl; or 5- or 6-membered heteroaryl;

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Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C<sub>1</sub>-C<sub>6</sub> alkyl;  
C<sub>2</sub>-C<sub>6</sub> alkenyl;  
C<sub>2</sub>-C<sub>6</sub> alkynyl;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl;  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl;  
Phenyl;  
Phenylmethyl;  
3- to 6-membered heterocycloalkyl;  
3- to 6-membered heterocycloalkylmethyl;  
cyano;  
CF<sub>3</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-OC(O);  
HOCH<sub>2</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-OCH<sub>2</sub>;  
H<sub>2</sub>NCH<sub>2</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)CH<sub>2</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NCH<sub>2</sub>;  
N(H)<sub>2</sub>C(O);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O);  
N(H)<sub>2</sub>C(O)N(H);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O)N(H);  
N(H)<sub>2</sub>C(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O)N(H);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl);  
N(H)<sub>2</sub>C(O)O;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O)O;

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 $(C_1-C_6 \text{ alkyl})_2-NC(O)O$ ;

HO;

 $(C_1-C_6 \text{ alkyl})-O$ ; $CF_3O$ ; $CF_2(H)O$ ; $CF(H)_2O$ ; $H_2N$ ; $(C_1-C_6 \text{ alkyl})-N(H)$ ; $(C_1-C_6 \text{ alkyl})_2-N$ ; $O_2N$ ; $(C_1-C_6 \text{ alkyl})-S$ ; $(C_1-C_6 \text{ alkyl})-S(O)$ ; $(C_1-C_6 \text{ alkyl})-S(O)_2$ ; $(C_1-C_6 \text{ alkyl})_2-NS(O)_2$ ; $(C_1-C_6 \text{ alkyl})-S(O)_2-N(H)-C(O)-(C_1-C_8 \text{ alkylenyl})_m$ ; and $(C_1-C_6 \text{ alkyl})-C(O)-N(H)-S(O)_2-(C_1-C_8 \text{ alkylenyl})_m$ ;

wherein each substituent on a carbon atom may further be independently selected from:

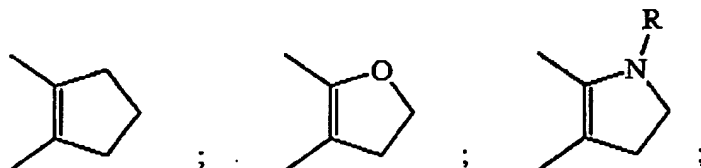
Halo;

 $HO_2C$ ; and

$OCH_2O$ , wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group  $C=O$ ;

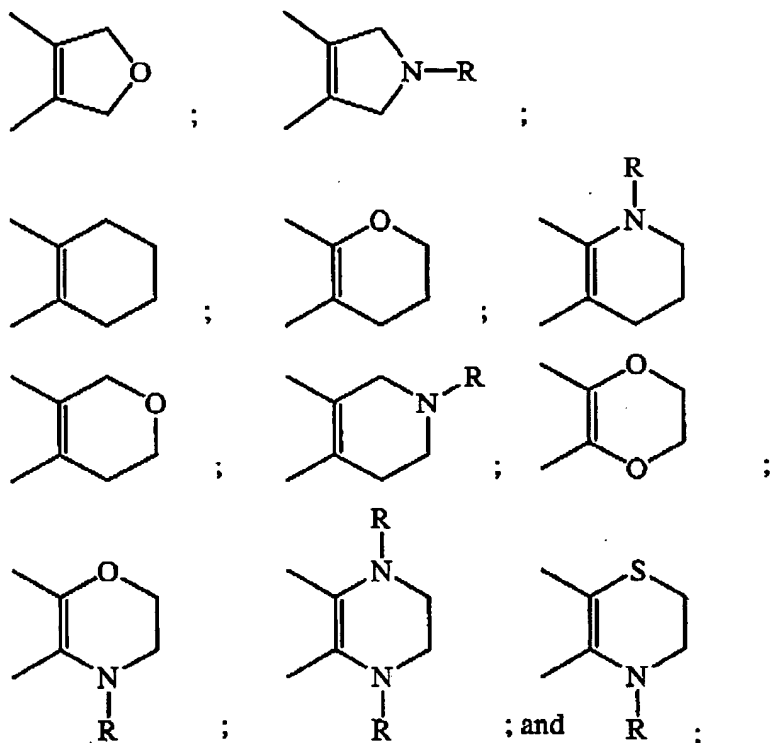
wherein two adjacent, substantially  $sp^2$  carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



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R is H or C<sub>1</sub>-C<sub>6</sub> alkyl;

wherein each 5-membered heteroarylenyl independently is a 5-membered ring containing carbon atoms and from 1 to 4 heteroatoms selected from 1 O, 1 S, 1 NH, 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N, wherein the O and S atoms are not both present, and wherein the heteroarylenyl may optionally be unsubstituted or substituted with 1 substituent selected from fluoro, methyl, hydroxy, trifluoromethyl, cyano, and acetyl;

wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)<sub>2</sub>, 1 N, 2 N(H), and 2 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub>



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alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N group, the C<sub>1</sub>-C<sub>6</sub> alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and wherein each group and each substituent recited above is independently selected.

**18 (new).** The compound according to claim 17, wherein Q is N(H)C(O).

**19 (new).** The compound according to claim 18, wherein each C<sub>1</sub>-C<sub>6</sub> alkylenyl is CH<sub>2</sub>.

**20 (new).** The compound according to claim 19, wherein at least one substituent is selected from the group consisting of:

CO<sub>2</sub>H;

CO<sub>2</sub>CH<sub>3</sub>;

CH<sub>3</sub>O;

F;

Cl;

CN;

CF<sub>3</sub>;

CH<sub>3</sub>S(O)<sub>2</sub>;

CH<sub>3</sub>; or

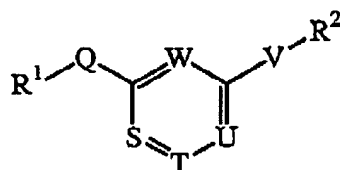
wherein at least two substituents are Cl and F, 2 F, or OCH<sub>2</sub>O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.

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21 (new). A compound of Formula I



I

or a pharmaceutically acceptable salt thereof,  
wherein:

R<sup>1</sup> and R<sup>2</sup> independently are selected from:

- H;
- C<sub>1</sub>-C<sub>6</sub> alkyl;
- Substituted C<sub>1</sub>-C<sub>6</sub> alkyl;
- C<sub>2</sub>-C<sub>6</sub> alkenyl;
- Substituted C<sub>2</sub>-C<sub>6</sub> alkenyl;
- C<sub>2</sub>-C<sub>6</sub> alkynyl;
- Substituted C<sub>2</sub>-C<sub>6</sub> alkynyl;
- C<sub>3</sub>-C<sub>6</sub> cycloalkyl;
- Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;
- C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);
- Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);
- 3- to 6-membered heterocycloalkyl;
- Substituted 3- to 6-membered heterocycloalkyl;
- 3- to 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);
- Substituted 3- to 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);
- Phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);
- Substituted phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);
- Naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);
- Substituted naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);
- 5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

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Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

R<sup>3</sup>O-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted R<sup>3</sup>O-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl;

Substituted 8- to 10-membered heterobiaryl;

Phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Substituted phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Substituted phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Substituted phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);Phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl); andSubstituted phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);wherein R<sup>1</sup> and R<sup>2</sup> are not both selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;C<sub>2</sub>-C<sub>6</sub> alkenyl;

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C<sub>2</sub>-C<sub>6</sub> alkynyl; andC<sub>3</sub>-C<sub>6</sub> cycloalkyl;Each R<sup>3</sup> independently is selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;Substituted C<sub>1</sub>-C<sub>6</sub> alkyl;C<sub>3</sub>-C<sub>6</sub> cycloalkyl;Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;Phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

S is N and T, U, and W each are C-R<sup>4</sup>; orS is N, one of T, U, and W are N, and the other two of T, U, and W are C-R<sup>4</sup>; orT is C-R<sup>4</sup> and S, U, and W are each N; orU is C-R<sup>4</sup> and S, T, and W are each N;Each R<sup>4</sup> independently is selected from:

H;

F;

CH<sub>3</sub>;CF<sub>3</sub>;

C(O)H;

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CN;

HO;

CH<sub>3</sub>O;

C(F)H<sub>2</sub>O;

C(H)F<sub>2</sub>O; and

CF<sub>3</sub>O;

V is a 5-membered heteroarylenyl;

Q is N(H)C(O);

Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C<sub>1</sub>-C<sub>6</sub> alkyl;

C<sub>2</sub>-C<sub>6</sub> alkenyl;

C<sub>2</sub>-C<sub>6</sub> alkynyl;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl;

Phenyl;

Phenylmethyl;

3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkylmethyl;

cyano;

CF<sub>3</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-OC(O);

HOCH<sub>2</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-OCH<sub>2</sub>;

H<sub>2</sub>NCH<sub>2</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)CH<sub>2</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NCH<sub>2</sub>;

N(H)<sub>2</sub>C(O);

(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O);

(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O);

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 $N(H)_2C(O)N(H)$ ; $(C_1-C_6 \text{ alkyl})-N(H)C(O)N(H)$ ; $N(H)_2C(O)N(C_1-C_6 \text{ alkyl})$ ; $(C_1-C_6 \text{ alkyl})-N(H)C(O)N(C_1-C_6 \text{ alkyl})$ ; $(C_1-C_6 \text{ alkyl})_2-NC(O)N(H)$ ; $(C_1-C_6 \text{ alkyl})_2-NC(O)N(C_1-C_6 \text{ alkyl})$ ; $N(H)_2C(O)O$ ; $(C_1-C_6 \text{ alkyl})-N(H)C(O)O$ ; $(C_1-C_6 \text{ alkyl})_2-NC(O)O$ ;

HO;

 $(C_1-C_6 \text{ alkyl})-O$ ; $CF_3O$ ; $CF_2(H)O$ ; $CF(H)_2O$ ; $H_2N$ ; $(C_1-C_6 \text{ alkyl})-N(H)$ ; $(C_1-C_6 \text{ alkyl})_2-N$ ; $O_2N$ ; $(C_1-C_6 \text{ alkyl})-S$ ; $(C_1-C_6 \text{ alkyl})-S(O)$ ; $(C_1-C_6 \text{ alkyl})-S(O)_2$ ; $(C_1-C_6 \text{ alkyl})_2-NS(O)_2$ ; $(C_1-C_6 \text{ alkyl})-S(O)_2-N(H)-C(O)-(C_1-C_8 \text{ alkylenyl})_m$ ; and $(C_1-C_6 \text{ alkyl})-C(O)-N(H)-S(O)_2-(C_1-C_8 \text{ alkylenyl})_m$ ;

wherein each substituent on a carbon atom may further be independently selected from:

Halo;

 $HO_2C$ ; and

$OCH_2O$ , wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;

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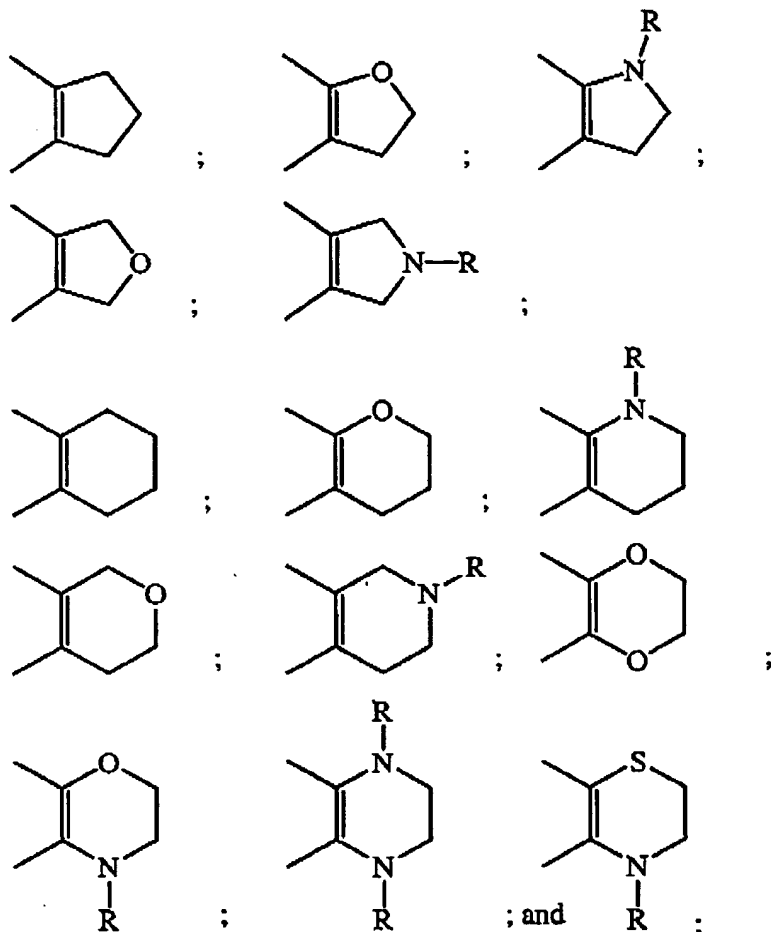
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wherein 2 substituents may be taken together with a carbon atom to which they

are both bonded to form the group C=O;

wherein two adjacent, substantially  $sp^2$  carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



R is H or  $C_1$ - $C_6$  alkyl;

m is an integer of 0 or 1;

wherein each 5-membered heteroarylenyl independently is a 5-membered ring containing carbon atoms and from 1 to 4 heteroatoms selected from 1 O, 1 S, 1 NH, 1 N( $C_1$ - $C_6$  alkyl), and 4 N, wherein the O and S atoms are not both present, and wherein the heteroarylenyl may optionally be

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unsubstituted or substituted with 1 substituent selected from fluoro, methyl, hydroxy, trifluoromethyl, cyano, and acetyl;

wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)<sub>2</sub>, 1 N, 2 N(H), and 2 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N group, the C<sub>1</sub>-C<sub>6</sub> alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

22 (new). The compound according to claim 21, wherein V is selected from the group consisting of:

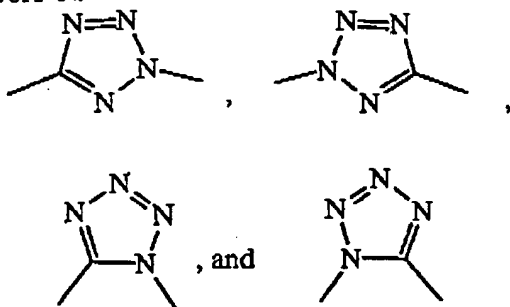


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**23 (new).** The compound according to claim 22, wherein at least one of  $R^1$  and  $R^2$  is independently selected from:

$C_3$ - $C_6$  cycloalkyl- $(C_1$ - $C_6$  alkylene); and  
Substituted  $C_3$ - $C_6$  cycloalkyl- $(C_1$ - $C_6$  alkylene).

**24 (new).** The compound according to claim 23, wherein each  $C_1$ - $C_6$  alkylene is  $CH_2$ .

**25 (new).** The compound according to claim 24, wherein at least one substituent is selected from the group consisting of:

$CO_2H$ ;  
 $CO_2CH_3$ ;  
 $CH_3O$ ;  
 $F$ ;  
 $Cl$ ;  
 $CN$ ;  
 $CF_3$ ;  
 $CH_3S(O)_2$ ;  
 $CH_3$ ; or

wherein at least two substituents are  $Cl$  and  $F$ , 2  $F$ , or  $OCH_2O$ , wherein each  $O$  is bonded to adjacent carbon atoms to form a 5-membered ring.

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**26 (new).** A pharmaceutical composition comprising a compound according to any one of claims 17 and 21, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

**27 (new).** A method for treating osteoarthritis, comprising administering to a patient suffering from osteoarthritis a nontoxic effective amount of a compound according to one of claims 17 and 21, or a pharmaceutically acceptable salt thereof.

**28 (new).** A method for treating rheumatoid arthritis, comprising administering to a patient suffering from rheumatoid arthritis a nontoxic effective amount of a compound according to one of claims 17 and 21, or a pharmaceutically acceptable salt thereof.